

GREENBERG TRAURIG, LLP

Hal M. Hirsch (HH 0417)

David Jay (DJ 7221)

200 Park Avenue

Florham Park, New Jersey 07932

Phone: (973) 360-7900

Fax: (973) 301-8410

*Attorneys for Joseph P. LaSala and Fred S. Zeidman,
as Co-Trustees of the AremisSoft Liquidating Trust, Plaintiffs*

**UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF NEW JERSEY**

JOSEPH P. LASALA and
FRED S. ZEIDMAN, as CO-TRUSTEES of
the AREMISSOFT CORPORATION
LIQUIDATING TRUST,

Plaintiffs,

v.

MARFIN POPULAR BANK PUBLIC
COMPANY, LTD.,

Defendants.

Civil Action No.
09-CV-09-CV-00968 (JAP)

**SECOND DECLARATION OF HAL M. HIRSCH IN SUPPORT OF PLAINTIFFS'
CONDITIONAL MOTION FOR JURISDICTIONAL DISCOVERY**

I, Hal M. Hirsch, hereby declare:

1. I am counsel to Joseph P. LaSala and Fred S. Zeidman, as Co-Trustees of the AremisSoft Corporation Liquidating Trust ("AremisSoft Trust") who were appointed to this position by Order of the United States District Court for the District of New Jersey. As counsel for the AremisSoft Trust, I have personal knowledge of the matters declared herein. I make this

declaration in support of the AremisSoft Trust's Conditional Motion for Jurisdictional Discovery.

2. Attached hereto as Exhibit A is a true and accurate copy of a filing made by Defendant Marfin Popular Bank Public Company, Ltd. ("Laiki") with the Board of Governors of the Federal Reserve System in connection with the licensing of Laiki's representative office in the United States. This filing includes a "Consent to Jurisdiction" executed by Laiki on July 7, 1993 and an "Assurances Commitment" also executed by Laiki on July 7, 1993.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 27th day of July, 2009.



HALM HIRSCH

POPULAR BANK

THE CYPRUS
POPULAR BANK
LIMITED

HEAD OFFICE
POPULAR BANK BUILDING
39 ARCH MAKARIOS III AVE
P O BOX 2032
NICOSIA, CYPRUS
TELEPHONE (02) 450000
TELEX 2494
SWIFT LIKICY2N
TELEFAX (02) 453355

6 July, 1993

Ms. Betsy Cross
Manager
International Applications
Board of Governors of the
Federal Reserve System
Washington DC 20551

Telefax No: (202) 728 5890

Dear Ms. Cross:

Thank you for your telefax dated June 30, 1993.

Following your request, I am attaching the required commitments for completing your records regarding our application for establishing a Representative Office in the United States. Please note that the originals follow via courier.

Naturally, should you require some amendment at a later point in time so as to be consistent with the final version of these commitments, if different, please do not hesitate to contact me.

Thank you for your cooperation and I look forward to any developments in the final processing of our application at your earliest convenience. Please note that you may reach me at (tel: 011-357-2-460106, fax: 011-357-2-451909, home tel: 011-357-2-491157).

With best regards,

Rena Rouvitha

Rena Rouvitha
Manager
International Business Development

POPULAR BANK

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TELEPHONE: (02) 450000
TELEX: 2494
SWIFT: LKICY2N
TELEFAX: (02) 453355

Assurances Commitment

The Cyprus Popular Bank Ltd ("Bank"), a bank organized under the laws of Cyprus, will make available to the Board of Governors of the Federal Reserve System such information on the operations of Bank and any affiliate of Bank that the Board deems necessary to determine and enforce compliance with the Bank Holding Company Act, the International Banking Act and other applicable federal law, provided that if the disclosure of such information is prohibited by law or otherwise, Bank will cooperate with the Board including, without limitation, by seeking to obtain timely waivers of or exemptions from any applicable confidentiality or secrecy restrictions or requirements in order to enable Bank to make any such information available to the Board.

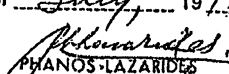


Charalambos Schizas
Secretary



Signed and sealed this day in my presence
by Mr. Charalambos Schizas

who is/are personally known to me. In testimony
whereof I have hereto set my hand and official
seal this 7th day of July, 1993


PHANOS LAZARIDES
Certifying Officer Nicosia-Cyprus





CANCELLED

This is to certify that the signature ph
Lezandides appearing above/overleaf
 is the signature of Mr. ph Lezandides
 a Certifying Officer of Nicosia, appointed by the Council of
 Ministers of the Republic of Cyprus under the Certifying
 Officers Law Cap 39 to certify signature and seals, and that
 the seal opposite the said signature is that of the Certifying
 Officer of Nicosia.

Cyprus

7.7.93

Y. Kalotari
 District Officer
 Nicosia

Y. KALOTARI



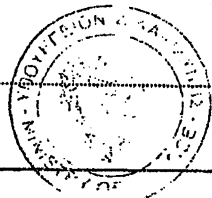
APOSTILLE

(Convention de La Haye du 5 octobre 1961)

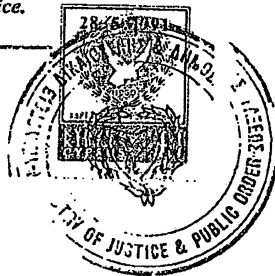
1. Country: CYPRUS
This public document
2. has been signed by Y. Kalotari
3. acting in the capacity of District officer
4. bears the seal/stamp of the District officer
Nicosia

Certified

5. at Nicosia 6. the 7/7/93
7. by Mrs. Maria Constantinou
8. No. 2093/93
9. Seal/stamp:
10. Signature:



M. Constantinou
 Director-General
 Ministry of Justice.



POPULAR BANK

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LIMITED

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NICOSIA, CYPRUS
TELEPHONE (02) 450000
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SWIFT LKICY2N
TELEFAX (02) 453355

Consent to Jurisdiction

The Cyprus Popular Bank Ltd ("Bank"), a bank organized under the laws of Cyprus, consents to the jurisdiction of the United States for purposes of any and all claims made by, proceedings initiated by, or obligations to, the United States, the Board of Governors of the Federal Reserve System ("Board of Governors") and any United States governmental agency, department or division.

The Cyprus Popular Bank Ltd designates Andreas Panteli of 173 Van Cortlandt Avenue, Staten Island, NY 10301, as its registered agent to receive service of process on Bank in connection with such action. Bank agrees to maintain a registered agent in the United States and to notify the Board of Governors of any change in the designated registered agent.

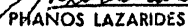


Charalambos Schizas
Secretary



Signed and sealed this day in my presence
by Mr. Charalambos Schizas

who is/are personally known to me. In testimony
whereof I have hereto set my hand and official
seal this 7th day of July, 1993


PHANOS LAZARIDES

Certifying Officer Nicosia-Cyprus





This is to certify that the signature
 is the signature of Mr. appearing above/overleaf
 a Certifying Officer of Nicosia, appointed by the Council of
 Ministers of the Republic of Cyprus under the Certifying
 Officers Law Cap 39 to certify signature and seals, and that
 the seal opposite the said signature is that of the Certifying
 Officer of Nicosia.

Nicosia - Cyprus
 Date 7.7.93


Y. Kalotar
 District Officer
 Nicosia
 Y. KALOTAR

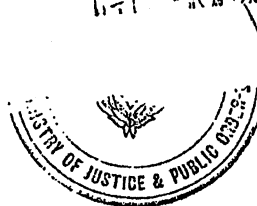
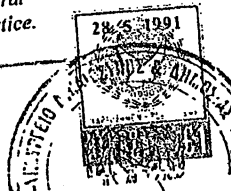


APOSTILLE
 (Convention de La Haye du 5 octobre 1961)

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Nicosia

5. at Nicosia 6. the 7/7/93
 7. by Mrs. Maria Constantinou
 8. No. 2092/93
 9. Seal/stamp:  10. Signature: M. Constantinou
 Director-General
 Ministry of Justice.



2

POPULAR BANK

BANKING APPLICATIONS DEPT.

APPLICATION NO. 192/14

17 November, 1992

Mr. John S. Cassidy
 Assistant Vice President
 Federal Reserve Bank of New York
 New York, N.Y. 10045-0001
 U.S.A.

RECEIVED

NOV 25 1992

Received	
Add. Info. Rec.	
Add. Info. Rec.	1/18/92
Accepted	

THE CYPRUS
 POPULAR BANK
 LIMITED

HEAD OFFICE
 POPULAR BANK BUILDING
 78 ARCH. MAKARIOS II AVE
 PO BOX 2032
 Nicosia, Cyprus
 TELEPHONE (02) 450050
 TELEX 2494
 SWIFT LKCY2N
 TELEFAX (02) 453355

Dear Mr. Cassidy:

I would like to thank you and your associates for taking the time to meet with Mr. John Simons and myself in New York on November 3.

Further to your letter dated November 10, 1992, we would like to confirm as follows:

1. Please see attached letter in Appendix I providing the required commitment by the Cyprus Popular Bank Secretary, who is authorized both to bind Bank and to supervise direct compliance with the commitment.
- 2(a) Foreign banks maintaining a presence in Cyprus are subject to the same requirements and entitlements as are Cypriot banks.
- (b) The Central Bank of Cyprus has the power to conduct on-site inspections of Cypriot banks on a random or surprise basis.
- (c) Cypriot banks are required by law to be audited on an annual basis by independent external auditors reporting directly to the Bank. Furthermore, and at the request of the Central Bank of Cyprus, the independent external auditors, are required to hold at least one meeting per year with the Central Bank of Cyprus and the Bank's management, in order to share information and discuss matters that are relevant to the Central Bank's Supervising role.
- (d) The Bank of England has the power to conduct on-site examinations of the Bank's branches in England, at least once per annum, either using its own staff or by appointing external professional staff.

ORIGINAL RETURN COPY
 FOR THE BANK OF ENGLAND INSPECTION

DATE

INITIALS

BY

POPULAR BANK

- 2 -

3. The Republic of Cyprus is not a direct signatory to the Basle Agreement. However, the provisions of the Basle Agreement regarding banking requirements are adopted by the Central Bank of Cyprus and followed by the Commercial Banks operating in Cyprus.
4. Please note that our reply to question (4) of your letter dated November 10, 1992 is included in a separate page under the label "Strictly Confidential Information". We request confidential treatment of that information according to the Board's guidelines outlined in the introductory paragraphs of the form FR K-1, since it contains significant detailed data on the Bank's financial position that is not publicly available from any source.

As requested, please find enclosed the original and ten copies of the supplemental information.

We appreciate your cooperation and very much look forward to obtaining your final approval for the establishment of our proposed Representative Office in New York as soon as possible.

With very best regards,

Yours sincerely,

Rena Rouvitha

Rena Rouvitha
Manager
International Business Development

c.c. Mr. John Simons,
Senior Counsel
Marine Midland Bank N.A.

RECEIVED
JUL 27 1999
MARINE MIDLAND BANK N.A.

APPENDIX I

POPULAR BANK

17 November, 1992

Mr. John S. Cassidy
Assistant Vice President
Federal Reserve Bank of New York
New York, N.Y. 10045-0001
U.S.A.

THE CYPRUS
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LIMITED

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TELEPHONE (02) 450000
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SWIFT LKCY2N
TELEFAX (02) 453355

Dear Mr. Cassidy:

I would like to confirm to you on behalf of The Cyprus Popular Bank Ltd (Bank) that to the extent not prohibited by applicable law, Bank, a bank organized under the laws of Cyprus, will make available to the Board such information on the operations of Bank and any affiliates of Bank that the Board deems necessary to determine and enforce compliance with The Bank Holding Company Act, the IBA and other applicable Federal law, provided, however, that if the disclosure of such information is prohibited by law, Bank will cooperate with the Board including, without limitation, by seeking to obtain timely waivers or exemptions, as the case may be, from any applicable confidentiality or secrecy requirements in order to enable Bank to make any such information available to the Board.

Yours sincerely,



Charalambos Schizas
Secretary

RECEIVED
FEDERAL RESERVE BANK
NEW YORK
NOV 19 1992